

April 9, 2007

**VIA EMAIL & REGULAR MAIL**

Marc Heiman



**Richter+Ratner**  
*Builders Since 1912*

Guglielmo Pernis  
127 J Seminary Drive  
Mill Valley, CA 94941

Dear Guglielmo:

It has come to our attention that you are now working for and/or consulting with, Shawmut Design and Construction, a general contracting and construction management firm, and a direct competitor of Richter + Ratner ("R+R"). We further understand that you have been actively soliciting several of R+R's clients for Shawmut, including some of those clients for which you were paid commissions while you were employed by R+R.

While you were employed by R+R, we paid you, in addition to your salary, a commission percentage of 1% of the gross (total) billings paid to R+R of the work that you directly brought to R+R. As you know, your employment was terminated in April 2006. In acknowledgement of your past service to R+R, we chose to continue to pay you commissions through December 2006, although we were not legally obligated to do so.

In view of the fact that you are now working for a direct competitor of R+R, and selling to the very same clients you introduced to R+R, it would no longer be appropriate for R+R to make any additional commission payments to you. This letter serves as notice to you that all commission payments to you have ceased after your last payment for the Fourth Quarter of 2006.

Finally, during your tenure at R+R, you were privy to certain confidential and proprietary information of R+R, including but not limited to marketing strategies, fee structure, and other confidential and proprietary information about our business (the "Information"). I would like to remind you of your legal obligation to protect the secrecy of, and avoid disclosure or use of, all such Information. Disclosure or use of such Information by you would cause great commercial harm to R+R and we would take any necessary steps to protect our rights.

Very truly yours,  
RICHTER + RATNER

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